



GAIL FARBER, Director

COUNTY OF LOS ANGELES

DEPARTMENT OF PUBLIC WORKS

"To Enrich Lives Through Effective and Caring Service"

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IN REPLY PLEASE

REFER TO FILE: **PD-1**

February 23, 2010

TO: Each Supervisor

FROM: Gail Farber
Director of Public Works

A handwritten signature in cursive script, reading "Gail Farber", is written over the printed name and title.

ALAMEDA CORRIDOR-EAST CONSTRUCTION AUTHORITY BOARD MEETING OF JANUARY 25, 2010

On January 25, 2010, my staff attended the regular Board meeting of the Alameda Corridor-East (ACE) Construction Authority. Copies of the January 25, 2010, agenda and adopted minutes of the December 21, 2009, regular Board meeting are attached. The following items were discussed at the meetings, which are of interest to the County of Los Angeles.

Agenda Item VI – The Chief Executive Officer (CEO) reported that the steel girders for the Sunset Avenue Grade Separation project were successfully delivered and the contractor is proceeding with their installation.

Agenda Item VIII – The Board approved staff's recommendation to authorize the CEO to amend the Fiscal Year 2009 task order with MWH Americas, Inc., to add an amount not to exceed \$7,952 for a new task order value not to exceed \$108,952 and also to amend the Fiscal Year 2010 task order to add an amount not to exceed \$98,108 for a new task order value not to exceed \$253,866.

Agenda Item IX – The Board approved staff's recommendation to amend the Fiscal Year 2010 Task Order with Terry A. Hayes Associates to provide for additional environmental consulting services for the San Gabriel Trench project for an amount not to exceed \$195,768 for a new task order value not to exceed \$676,500.

Each Supervisor
February 23, 2010
Page 2

Agenda Item X – The Board approved staff's recommendation to increase the CEO's change order authorization by \$300,000 for the East End Avenue and Reservoir Street Grade Separation projects, for a total contract authorization of \$37,734,247, to accommodate a final contract settlement of all outstanding issues.

Agenda Item XI – The Board approved staff's recommendation to authorize an amendment to the purchase and sale agreement with the Baldwin Valley Property Partnership to increase the share of the relocation costs of the Lucky KT Noodle Company as a result of the construction of the Baldwin Avenue Grade Separation project by \$91,000 for a total relocation cost of \$1,300,000.

Agenda Item XII – The Board approved staff's recommendation of the midyear budget revision for the fiscal year ending on June 30, 2010, which reduces ACE's total budget from \$112.18 million to \$97.828 million. The primary reason for the change is the deferment of the most costly utility relocations on the San Gabriel Trench project.

The next Board meeting will be held on February 22, 2010, at 2 p.m., at the Irwindale City Hall Chambers.

HF:pr

C100539

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Attach.

cc: Chief Executive Office (William T Fujioka, Lari Sheehan)
Executive Office



Alameda Corridor-East Construction Authority

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ALAMEDA CORRIDOR-EAST CONSTRUCTION AUTHORITY BOARD OF DIRECTORS

REGULAR MEETING AGENDA

Monday, January 25, 2010– 2:00 P.M.

**Irwindale City Hall
5050 Irwindale Avenue
Irwindale, CA 91706**

Members of the public may comment on any item on the agenda at the time it is taken up by the Board. We ask that members of the public come forward to be recognized by the Chair and keep their remarks brief. If several persons wish to address the Board on a single item, the Chair may impose a three-minute time limit on individual remarks at the beginning of the discussion.

- | | | |
|-------|---|-------------|
| I. | Pledge of Allegiance | |
| II. | Roll Call and Introductions | |
| III. | Approval of Minutes of December 21, 2009 Special Board Meeting (Pages 1-3) | Action |
| IV. | Public Comment | |
| V. | Chairman's Remarks | |
| VI. | Chief Executive Officer's Report (Pages 4-10) | Information |
| VII. | Election of Officers | Action |
| VIII. | Approval of Task Order Amendments with MWH Americas, Inc. for Environmental Testing (Page 11) | Action |
| IX. | Approval of Task Order Amendment with Terry A Hayes & Associates for Environmental Services (Page 12) | Action |
| X. | Approval of Increased Authorization for Construction Contract with Ortiz Enterprises, Inc. for the East End/Reservoir Grade Separations (Pages 13-14) | Action |
| XI. | Approval of Amendment to Property Purchase Agreement with Baldwin Valley Property Partnership for the Baldwin Avenue Grade Separation Project (Pages 15-16) | Action |
| XII. | Approval of Mid Year Budget Revision (Pages 17-19) | Action |

The ACE Construction Authority is constituted of seven (7) member jurisdiction; the Cities of El Monte, Industry, Montebello, San Gabriel and Pomona, the County of Los Angeles and the San Gabriel Valley Council of Governments. A San Bernardino County Council of Governments representative is an ex-officio Board member. Each member or alternate has one vote. A quorum of the ACE Construction Authority is no less than four (4) of its total voting membership. Actions taken by the ACE Construction Authority shall be by simple majority of the members present with a quorum in attendance except for personnel actions, the annual budget, matters dealing with the Administrative Code or matters requiring subsequent approval by the SGVCOG, all of which shall require five (5) votes. All disclosable public records related to this meeting are available for viewing at the ACE office above during normal working hours.

- | | | |
|-------|--|--------------------|
| XIII. | Quarterly Project Report (Pages 20-37) | Information |
| XIV. | Closed Session: The Board will adjourn to closed session in accordance with Government Code Section 54965.9(s) to discuss existing litigation:
Los Angeles Superior Court Case No. BS 1223376
Edward Rowland LLC and Golden Pacific Realty vs ACE
Construction Authority and Caltrans | Possible
Action |
| XV. | Adjournment | Action |



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ACE Construction Authority Board of Directors December 21, 2009 Meeting Minutes

1. **Roll Call** – Chairman Spohn called the meeting to order at 2:05PM at the City of Industry Council Chambers. In attendance were:

Tim Spohn, Industry
Tom King, SGVCOG
David Gutierrez, San Gabriel
Patricia Wallach, El Monte
Robert Urteaga, Montebello
Michael Antonovich, County of Los Angeles
Freddie Rodriguez, Pomona

Staff

Rick Richmond, Chief Executive Officer
Joe Silvey, Counsel
Deanna Stanley
Charles Tsang
Victoria Butler
Carlos Monroy

2. **Pledge of Allegiance** – Member King led the pledge of allegiance.
3. **Approval of November, 2009 Minutes** – A motion was made to approve the minutes of November 23, 2009. M/S/C/Gutierrez/King /Unanimous
4. **Public Comments** – There were no public comments.
5. **Chair Report** – Chairman Spohn welcomed member Robert Urteaga and Supervisor Antonovich. The Board presented former Montebello representative Rosemarie Vasquez a token of appreciation for her service to the ACE Board for the past two years. Mrs. Vasquez thanked the Board and staff.

Chairman Spohn reminded the Board that the annual meetings with legislators in Washington, DC was being planned for March 13-17 and as in years past this is an opportunity to thank them for their support, provide an update of the ACE Project and encourage support for additional funding. He requested interested members contact ACE staff.

6. **Chief Executive Officer's Report** – Mr. Richmond indicated he participated in a meeting with Executive Director of the CTC along with other agency chief executive officers. The purpose was to discuss solutions to potential delays in

funding due to the current budget crisis. Charles Tsang reviewed progress photos of the Temple Avenue project. Victoria Butler reviewed construction project progress photos of the Sunset Avenue grade separation project.

7. **Approval of FY 2010 Task Order Amendment for Wagner Engineering for the Nogales Street Grade Separation** - Mr. Richmond indicated the task order for Wagner was prepared with the fiscal year budget and the tasks and costs were based on what were foreseen at the time. Additional work has been required on project close outs which were not included at the time.

A motion was made to amend the fiscal year 2010 task order with Wagner Engineering & Survey, Inc. to provide additional services necessary for closing out of grade separation projects. The additional cost will not exceed \$46,500 resulting in a new FY 2010 task order of \$136,200.

M/S/C/King/Wallach /Unanimous

8. **Approval of San Gabriel Trench Mitigation Agreement with the City of Alhambra** - Mr. Richmond reported that the environmental report for the San Gabriel Trench was circulated and completed in late November. The City of Alhambra has requested ACE adopt a mitigation agreement which would commit ACE to address issues primarily relevant to the City such as water treatment facility and traffic issues. Under this agreement the City would waive their right to comment and will cooperate in issuing permits. He indicated the agreement contained nothing above what was already addressed in the mitigated declaration.

A motion was made to authorize the Mitigation Agreement with the City of Alhambra related to the San Gabriel Trench Project.

M/S/C/King/Rodriguez /Unanimous

9. **Approval of 2010 Board Meeting Schedule** - Mr. Richmond referenced page 9 of the agenda and indicated staff was recommending the same schedule as in years past with the Board meetings to continue to be held in the City of Irwindale at 2PM.

A motion was made to approve the 2010 meeting schedule.

M/S/C/Antonovich/Gutierrez /Unanimous

10. Closed Session – Counsel reported the Board would adjourn to closed session in accordance with Government Code Section 54965.8 to discuss property negotiations at 4255 Baldwin Avenue in the City of El Monte. The Board returned to open session and counsel announced there was no action taken by the Board.

11. Adjournment –The meeting was adjourned at 2:57PM



Alameda Corridor-East Construction Authority

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MEMO TO: ACE Construction Authority Board Members & Alternates

FROM: Rick Richmond
Chief Executive Officer

DATE: January 25, 2010

SUBJECT: CEO Report

The following are items of note since the last meeting:

Nogales Bridge Reinstallation – In late 2004 the installation of the railroad bridge on the Nogales Street grade separation project had to be halted due to unacceptable rotation of the bridge girders during tensioning. The problem was corrected and the bridge successfully installed later, but we incurred significant costs as a result. ACE staff determined that all three involved parties – the designer, the contractor and the construction manager – shared a degree of responsibility for the occurrence. We accepted settlements from the construction manager and the contractor (through settlement of their overall construction claim), but until recently had been unable to get compensation from the designer, AECOM. This month I accepted a settlement offer of \$123,847 from AECOM as their share of the extra cost incurred by ACE for the reinstallation. It is comparable to the compensation made by the other two partners.

Working Capital Financing – We notified you late last year of our need to obtain a new rating for our grant anticipation notes. This was a result of our letter of credit bank, Bayern LB, deciding to cancel its rating contracts with Standard and Poor's. We got a rating from Moody's Investor Services sufficient to successfully remarket our notes. Shortly before cancelling their rating contracts, Bayern LB informally notified us that they would likely exercise their option under their contract with us to terminate our letter of credit not later than July 12, 2010. The letter of credit is the primary security on which our notes are rated. We have begun reviewing options for a replacement security with our financial advisor, First Southwest, and will likely be bringing related actions for your approval in the coming months.

Sunset Bridge Delivery – The Sunset Avenue grade separation project in the City of Industry is expected to pass a major milestone this month when the contractor places the massive steel girders for the railroad bridge across Sunset Avenue. The steel bridge spans 132 feet and weighs 1.4 million pounds. Delivery of the over-sized steel girders will require a CHP escort from Northern California and a local street closure during the early morning hours. The project will elevate the Union Pacific Railroad tracks on a 1.6 mile concrete-walled flyover structure reaching a maximum height of 32 feet with railroad bridges spanning Sunset and Orange Avenues. The project uses 2,600 tons of steel, 27,000 cubic yards of concrete and 127,000 cubic yards of fill. Upon completion

of construction, traffic wait times, locomotive horn noise and the potential for collisions with trains on the mainline track will be eliminated.

Community Outreach Update – Staff has conducted the following project outreach activities:

- Distributed road closure alert notices for the temporary closure of Sunset Avenue at Temple Avenue during the early morning hours for the delivery of the Sunset Avenue railroad bridge girders;
- Distributed construction alert notices for demolition activities for the Baldwin Avenue grade separation project;
- Provided staff assistance for presentations to the San Gabriel City Council and San Gabriel Historical Association regarding the San Gabriel Trench grade separation project;
- Conducted ongoing business support program, community outreach and construction coordination activities for the Sunset Ave. grade separation and Temple Ave. projects.

Environmental Mitigation Monitoring – Attached are quarterly mitigation monitoring reports for our two active construction projects – Sunset and Temple – along with their monthly updates.

SUNSET AVENUE GRADE SEPARATION PROJECT

Contractor	Atkinson Contractors, LP
Contract Award	August 2006
Limited NTP	November 1, 2006
NTP	November 14, 2006
Original Contractual Completion	November 18, 2009
Revised Completion by Executed Change Order	April 27, 2010
Estimated Date of Completion	January 1, 2011
Original Contract Value	\$41,938,421.50
Change Orders this Month	\$0
Amended Contract Value	\$51,806,080.86
Earned to date (Amended Value)	\$31,786,078.13
Release of Liens are Current	<input checked="" type="checkbox"/>

Progress Summary

• California Ave Shoofly & Street Restoration	100%
• Railroad ROW storm drain system	98%
• Valley Blvd Shoofly	100%
• Drill Track	98%
• Drill Track Revision 12.16 & 17	99%
• Mainline Retaining Walls & Backfill	45%
• Sunset & Orange Bridge Steel Fabrication	100%
• Sunset & Orange Bridge Installation	20%
• Sunset & Orange Roadway Installation	10%
• Valley at Sunset & Orange Street Restorations	35%
• Valley Street Restoration (CN 32.5)	0%
• Landscaping & Irrigation	0%

Safety and Security Issues:

• LOST TIME INJURY STATUS: No injuries reported.	• SITE INCIDENTS: None
• RR INCIDENTS: None	• Security incidents: None

Issues

- ACE and Atkinson continuing discussions on potential global settlement for all outstanding claims, including Shoofly TIA (CN 14.3).
- Contractor is claiming a native material shortage of approximately 15,000 CY. CM evaluated and responded to Contractor. Awaiting Contractor response.

Utilities

- Contractor to coordinate old vault demolition. SCE designing phase 2 to extend relocation under UPRR ROW and Valley Blvd.
- SCE continuing outage of overhead Distribution electrical shoofly to allow continued through February 2010 Sunset bridge construction.
- CM and ACE coordinating electrical service for signal shelters and way-side signal with SCE and UPRR. Service request for Sunset Avenue submitted by ACE. Service request for Orange Avenue submitted by UPRR.
- CM discussing with SCE & High Light scope of installation of Valley street lights.

Work Accomplished this Month

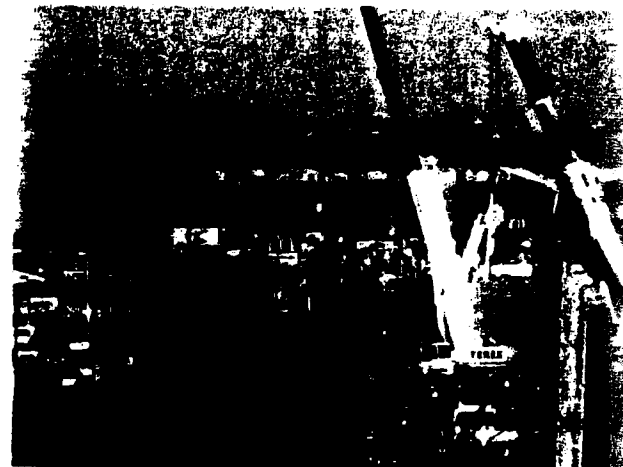
- Installation of Sunset Avenue abutment piles and pile caps completed (CN 048).
- Continuing to form rebar and pour Main retaining walls west of Sunset Ave. and between Sunset and Orange Avenues.
- Atkinson formed, installed rebar and poured Sunset Abutments.
- Atkinson started installing wall drains and began backfilling Main Track retaining walls.

Upcoming Work next Month

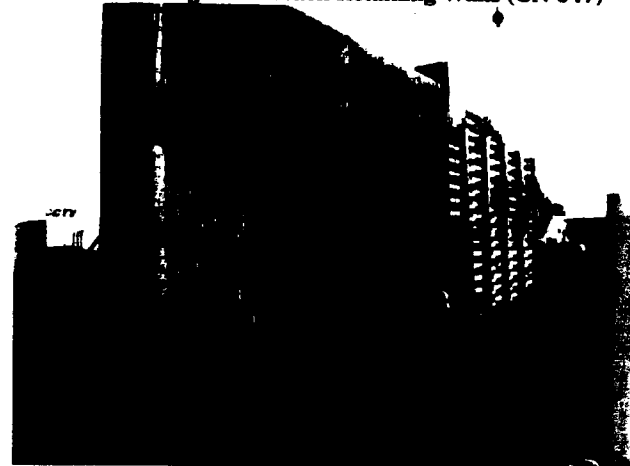
- Continue to form and pour retaining walls at accelerated rate (CN 047).
- Atkinson to continue backfilling between retaining walls at accelerated rate (CN 047).
- Atkinson to deliver and erect Sunset Avenue bridge girders.



Erecting Orange Ave Bridge Girders



Forming Main Track Retaining Walls (CN 047)



Forming Sunset Abutment #1

TEMPLE AVE 4TH TRACK INFRASTRUCTURE PROJECT

Contractor		SEMA Contractors
Contract Award		September 30, 2008
Limited NTP		September 18, 2008
Full NTP		November 17, 2008
Contractual Completion	---	October 13, 2009
Revised Completion	98%	November 3, 2009
Original Contract Value		\$12,104,916.85
Change Orders this Month		\$313,499.03
Amended Contract Value	2.5%	\$12,418,415.88
Earned to Date (Amended Value)	94%	\$11,454,872.00
Release of Liens are Current	<input checked="" type="checkbox"/>	

Progress Summary

• UP MP 28.75: Industry Spur Bridge	100%
• UP MP 28.76: UPRR Culvert	100%
• UP MP 28.90: SR 57 Pier Protection Wall & Retaining Wall	100%
• UP MP 28.91: UPRR Culvert	100%
• UP MP 29.59 & 29.60: UPRR Culvert & LACDPW Channel	100%
• UP MP 29.61: Humane Way PPW	100%
• UP MP 30.02: SR 71 Pier Protection Wall & Retaining Wall	100%
• UP MP 30.10: Retaining Wall	100%
• Embankment: Station 1490+00 – 1515+00	95%
• Embankment: Station 1515+00 – 1530+00	95%
• Embankment: Station 1530+00 – 1564+00	95%
• Embankment: Station 1564+00 – 1590+00	100%
• Embankment: Station 1590+00 – 1615+00	100%

Safety and Security Issues:

- LOST TIME INJURY STATUS: No injuries reported.
- SITE INCIDENTS: None
- RR INCIDENTS: None
- SECURITY INCIDENTS: None

Issues

- Agree to delete encasement of City utilities that cannot be completed until UPRR & Kinder Morgan resolve a dispute.
- RFI # 83 & # 90 – Embankment flow line conflicts with utilities

Work Accomplished this Month

- Completed project walk through with UPRR structures department
- Completed removal of temporary shoring.
- Completed final relocation of MCI fiber-optic line.
- Continued embankment construction (impacted by 6 rain days).

Upcoming Work next Month

- Complete fence and railing work.
- Complete hydro-seeding work.
- Complete construction of embankment.
- Contractor's substantial completion target date 01/08/10.
- Overall project completion walk through with UPRR scheduled for 1/6/10.
- Final inspection with LACDPW week of 1/11/10.
- CM issue final punchlist and Contractor complete punchlist.



AC Paving at Cemetery Crossing



Fence Installation at San Jose Creek Channel



Fine Grading for Embankment Slope



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CONSTRUCTION MITIGATION MEASURE MATRIX ALAMEDA CORRIDOR-EAST MITIGATION MONITORING PROGRAM REPORT Quarterly Report (September 1, 2009 – November 30, 2009) SUNSET AVENUE GRADE SEPARATION PROJECT		
Mitigation Measure	Mitigation Complete	
	Yes	No
Use Low Sulfur Fuel Equip.	X	
Minimize Dust by Watering (Rule 403)	X	
Cover Haul Trucks and Operate Less than 15 MPH	X	
Wet Ballast When Unloading	X	
Suspend When Winds More Than 25 MPH	X	
Use Non-Potable Water		Not Applicable
Comply with AQMD Rule 453 Asphalt Paving Materials	X	
Minimize Noise	X	
Use Noise Mufflers on Equip.	X	
Take Noise Level Tests	X	
Minimize Noise During Evening, Nighttime, Week-end and Holidays	X	
Haul Route Should Minimize Intrusion to Residential Area	X	
Use Paleontology Expert		Not Applicable
Screen Sediments for Fossils and Significant Resources		Not Applicable
Include Drainage System for Run-off	X	
Minimize Water Run-off	X	
Prepare a Storm Water Pollution Prevention Plan	X	
Minimize Grade Crossing Disruptions	X	
Monitor Vibration	X	

PUBLIC CONTACTS QUARTERLY REPORT (September 1, 2009 – November 30, 2009) SUNSET AVENUE GRADE SEPARATION PROJECT		
Date/Contact	Query	Resolution
9/17/09 / Business	Request replacement of missing sign.	Business support sign replaced.
9/21/09 / Business	Request exterior security lights to mitigate increased graffiti vandalism following road closure.	Security lights installed.

Construction Mitigation Measure Matrix
 (September 1, 2009 – November 30, 2009)
 SUNSET AVENUE GRADE SEPARATION PROJECT
 Page 2 of 2

10/7/09 / Business	Request restoration of landscaping affected by construction.	Landscaping restored.
10/15/09 / Public Agency	Inquiry requesting crossing guard near school.	Crossing located outside area of likely project impact. Inquiry directed to local agency for response.
10/29/09 / Business	Request restoration of landscaping inadequately restored followed utility relocation.	Referred to utility company for response. Landscaping subsequently restored.
11/4/09 / Business	Report that business support banner out of place following high winds.	Banner re-positioned.



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CONSTRUCTION MITIGATION MEASURE MATRIX ALAMEDA CORRIDOR-EAST MITIGATION MONITORING PROGRAM REPORT Quarterly Report (September 1, 2009 – November 30, 2009) TEMPLE 4th TRACK PROJECT		
Mitigation Measure	Mitigation Complete	
	Yes	No
Use Low Sulfur Fuel Equip.	X	
Minimize Dust by Watering (Rule 403)	X	
Cover Haul Trucks and Operate less than 15 MPH	X	
Suspend When Winds more Than 25 MPH	X	
Use Arch. Monitor During Excavation	X	
Minimize Noise	X	
Use Noise Mufflers on Equip.	X	
Take Noise Level Tests	X	
Minimize Noise During Evening, Nighttime, Week-end and Holidays	X	
Haul Route Should Minimize Intrusion to Residential Area	X	
Use Paleontology Expert	X	
Screen Sediments for Fossils and Significant Resources	X	
Minimize pollutants entering washes	X	
Prepare a Storm Water Pollution Prevention Plan	X	
On-site construction manager available at all times	X	
Minimize interruption to utility services	X	
Minimize interruption to utility services	X	

PUBLIC CONTACTS QUARTERLY REPORT (September 1, 2009 – November 30, 2009) TEMPLE 4th TRACK PROJECT		
Date/Contact	Query	Resolution
	NONE	



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MEMO TO: ACE Construction Authority Board Members & Alternates

FROM: Rick Richmond
Chief Executive Officer

DATE: January 25, 2010

SUBJECT: Approval of Amendments to FY 2009 and FY 2010 Task Orders for Environmental Compliance Services for MWH Americas, Inc.

RECOMMENDATION: Staff recommends that the Board authorize the Chief Executive Officer to amend the FY 2009 and FY 2010 task orders with MWH Americas, Inc (MWH) to provide additional services for environmental compliance, soil testing and stormwater management services for the Sunset Avenue grade separation and other ACE projects. The additional costs will not exceed \$98,108, for a revised FY 2010 task order of \$253,866. Additional scope of work in FY 2009 task order amounts to \$7,952, which will result in a final of FY 2009 task order of \$108,952.

BACKGROUND: MWH is under contract to provide environmental compliance services in accordance with federal and state requirements. MWH is one of our ongoing support contractors operating under annual task orders. Included in the FY '10 authorization is funding for Sunset Avenue, Nogales Street, Temple Avenue, Baldwin Avenue, and San Gabriel Trench grade separations.

The level of MWH effort on the Sunset Avenue project is expected to be slightly higher than anticipated in April 2009 when the budget was prepared. While the contractor was performing initial investigations it was determined that much more of the site was contaminated than budgeted for, and extensive additional sampling, analysis and report preparation was required. In addition, in order to receive lab analysis results and prepare recommendations in a timeframe that would not impact the project schedule, expedited lab analysis was necessary, increasing lab fees.

Staff is also requesting an amendment to the FY 2009 fiscal year task order with MWH. After the contract was closed out for the year, we received an outstanding invoice from the contractor for cost incurred during FY 2009. Staff reviewed the invoice and has determined it warrants payment.

Staff is requesting than an amount of \$98,108 be added to the FY 2010 task order and \$7,952 to the FY 2009 task order for the additional level of effort described above.

BUDGET IMPACT: Funds for this amended contract are available from federal and MTA funds.



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MEMO TO: ACE Construction Authority Board Members & Alternates

FROM: Rick Richmond
Chief Executive Officer

DATE: January 25, 2010

SUBJECT: Approval of Task Order Amendment for with Terry A. Hayes and Associates for Environmental Services

RECOMMENDATION: Staff requests authorization to amend the Fiscal Year 2010 task order with Terry A. Hayes Associates (TAHA) to provide additional services necessary for an EIR/EA and Section 106 historical preservation services – Phase II and Phase III, for the San Gabriel Trench. The additional costs will not exceed \$195,768 resulting in a new FY 2010 task order of \$676,500.

BACKGROUND: TAHA is currently under contract with ACE to prepare environmental documents in compliance with the California Environmental Quality Act (CEQA) and the National Environmental Policy Act (NEPA) for the ACE Project, including the San Gabriel Trench. TAHA is one of our ongoing support contractors who operate under annual task orders, with SWCA Environmental Consultants assisting them as their subcontractor to complete the Section 106 historical preservation services on the project.

Included in the FY '10 authorization was the expected completion of an EIR/EA process and the Section 106 process for the San Gabriel Trench. However, during our Phase I field excavations, the scope of additional investigations which would be required to complete the Section 106 process became clear. These services were not budgeted at the outset of the initial excavations. After the evaluations were completed by SWCA, Caltrans directed us to conduct Phase II (Investigations/Evaluations) and Phase III (Data Recovery/Treatment Plans) in order to fully satisfy the State Historic Preservations Office (SHPO) requirements. These studies will include further evaluation of the San Gabriel Mission, as well as likely archeological finds as a result of the project. The result of these studies will be an executed Memorandum of Agreement with the State Historic Preservation Office (SHPO).

ACE is requesting that an amount of \$195,768 be added to this current year task order for the additional scope of work involved in order to satisfy the EIR/EA and SHPO requirements.

BUDGET IMPACT: Funds for this amended contract are available from Federal and MTA funds.



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MEMO TO: ACE Construction Authority Board Members & Alternates

FROM: Rick Richmond
Chief Executive Officer

DATE: January 25, 2010

SUBJECT: Approval of Increased Authorization for Construction Contract with Ortiz Enterprises, Inc. for the East End/Reservoir Grade Separations

RECOMMENDATION: Staff recommends that the Board increase the Chief Executive Officer's change order authorization by \$300,000 for a total contract authorization of \$37,734,247 to accommodate a final contract settlement of all outstanding issues.

BACKGROUND: The ACE Construction Authority entered into a contract with Ortiz Enterprises, Inc. (Ortiz) for construction of grade separations at East End Avenue and Reservoir Street in the City of Pomona in June 2004. Reservoir Street was the initial grade separation, completed in December 2006, and East End was completed in June 2008. Significant delays due to Union Pacific delays on shoofly installation and shop drawing reviews, and Verizon relocation delays were incurred on the Reservoir project; utility relocation delays were also experienced on the East End project, though to a lesser degree. In addition, there were significant increases in quantities, changes to the railroad shoring design on both projects, as well as driveway access changes on the East End project. In addition to entitling the contractor to extended overhead compensation, the delays were occurring during a period where both material and labor costs were escalating at a rapid rate, for which the contractor and subcontractors were entitled to compensation. The Board approved increases to my change order authorization between May 2007 and May 2009, resulting in a total change order authorization of 23.9%.

In May 2009 I identified the fact that there remained two unresolved claims from Ortiz which were not accommodated in the requested authorization, and that we anticipated taking these claims through a dispute resolution procedure as provided for in the contract. These claims were for additional contractor overhead expenses resulting from project delays, and interest for late reimbursements.

In the intervening period we have negotiated extensively to resolve these claims and have agreed upon a settlement of all outstanding issues under the contract for \$300,000. Staff believes there is entitlement for extended overhead – though much less than originally requested – that the settlement is fair, likely to be equal to or less than

ACE Board Members & Alternates

January 25, 2010 Meeting

Approval of Increased Authorization for Construction Contract with
Ortiz Enterprises, Inc. for the East End/Reservoir Grade Separations

Page 2

the results of an Alternative Dispute Resolution process, and will avoid the expense of that process.

BUDGET IMPACT: Funds for these costs are available from MTA funds.



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MEMO TO: ACE Construction Authority Board Members and Alternates

FROM: Rick Richmond
Chief Executive Officer

DATE: January 25, 2010

SUBJECT: Approval of Amendment to Property Purchase Agreement with Baldwin Valley Property Partnership for the Baldwin Avenue Grade Separation

RECOMMENDATION: Staff recommends that the Board authorize an amendment to the purchase and sale agreement with the Baldwin Valley Property Partnership to increase our share of relocation costs by \$91,000 to a total of \$1,300,000.

BACKGROUND: Your Board approved the acquisition of the Partnership's Lucky KT Noodle Company facility in May 2009. The full acquisition was necessary to avoid the potential business closure and associated claims. The property was acquired for \$3,260,000 and costs related to moving the Lucky KT business to a replacement site were \$1,209,000.

During the planning and permitting stage of the build out of the replacement business location several unforeseeable issues arose which resulted in four construction change orders totaling \$130,000. The Los Angeles County Health, Building and Safety, and Fire Departments are mandating changes to the current plan in order to get a certificate of occupancy and business operation approval. The cost for the activities that were either unknown and/or unanticipated at the time of the original agreement are: 1.) extra concrete floor removal and re-sloping for equipment drainage purposes (\$31,375), 2.) extra structural support for roof-mounted cooling equipment (\$4,850), 3.) driveway and electric gate widening of approximately four feet for fire and emergency vehicle access (\$3,575), and 4.) modification and certification of relocated noodle manufacturing equipment (\$90,000).

Staff has reviewed the additional incurred costs associated with the replacement building preparation submitted by Lucky KT. The change order activity is not viewed as a betterment and is essential to getting Lucky KT's business moved to its new location on Schmidt Road in El Monte. Lucky KT has agreed to pay 30% and is requesting that ACE pay 70% of the total cost of the change orders. The cost to ACE would be \$91,000. Lucky KT has also agreed in writing that no further change orders will be submitted to ACE. In light of the fact that these were unforeseen costs that are clearly eligible for relocation assistance, staff believes it is reasonable to reimburse Lucky KT on a shared basis for change order cost.

ACE Construction Authority Members & Alternates
Additional Fund Request for Lucky KT Noodle Company
January 25, 2010
Page 2 of 2

BUDGET IMPACT: Funds for the acquisition of this property are available from Federal and MTA grants and are included in the Authority's FY 2009-10 budget.



Alameda Corridor-East Construction Authority

4900 Rivergrade Rd. Ste. A120 Irwindale, CA 91706 (626) 962-9292 fax (626) 962-3552 www.theaceproject.org

MEMO TO: ACE Construction Authority Board Members & Alternates

FROM: Rick Richmond
Chief Executive Officer

DATE: January 25, 2010

SUBJECT: Approval of Mid Year Budget Revision

RECOMMENDATION: Staff recommends approval of the attached mid year budget revision for fiscal year ending June 30, 2010, reducing our total budget by \$14.354 million, from \$112.18 million to \$97.828 million.

BACKGROUND: You adopted our current budget in May 2009 based on our best estimate at the time on the expected rate of progress and resulting spending rate for the active projects. The most significant changes from our assumptions which will have the net effect of reducing our fiscal year spending are:

- A decision to defer the most costly of the early utility relocations on the San Gabriel Trench to the main construction contract, taking them out of this fiscal year's budget, and a deferral of the remaining early relocation of fiber optic lines;
- Accelerated construction on the Sunset Ave. project resulting in expenditures in excess of the FY '10 budget;
- Increased property acquisition expenditures on the Baldwin project which shifted from FY '09 to FY '10 more than expected;
- Lower expenditures on Temple construction due to less change order expense than projected;
- A slightly slower pace of property acquisition expenses on the Nogales project than expected and construction expenses moved beyond June 30.

Based on the above, and a review of all expenditures for the first six months of the fiscal year, we are recommending the attached revisions. The line items with significant changes are:

- Design (increased from \$14.270M to \$15.065 M) – The increased projected spending is due to slightly accelerated final design activity on the San Gabriel

Trench.

- Utility Relocation (decreased from \$10.576M to \$5.056M) – Expenses are expected to decrease on Baldwin and San Gabriel trench and rise on Nogales.
- Construction Management (decreased from \$5.365M to \$2.740M) – Expenses will be greater than budget on Sunset but below budget on the other projects, most significantly on the San Gabriel Trench due to the deferred construction mentioned above.
- Construction (decreased from \$41.831M to \$33.006M) – Construction spending will be significantly higher than budgeted on the Sunset project due to acceleration of the construction, and lower than expected on San Gabriel Trench, Temple and Nogales for reasons described above.

Staff will be prepared to answer any questions you may have on this recommended budget revision.

Attachment

ACE Construction Authority
FY 2010 Amended Budget
(\$ in thousands)

EXPENDITURES	<u>FY 2010 Approved</u>	<u>Proposed Change</u>	<u>FY 2010 Amended</u>
Indirect			
Personnel			
Salaries and Wages	\$ 1,416	13	\$ 1,429
Fringe Benefits	413	3	417
Board/Employee Expense			
Auto/Travel	59	-	59
Training/Memberships	5	-	5
Board Expense	19	-	19
Professional Services			
Auditing/Accounting	35	-	35
DBE/Labor Compliance	121	-	121
Legal - Agency Support	50	-	50
Program Management	1,138	-	1,138
State/Federal Advisory Services	301	-	301
Risk Management	65	-	65
UPRR Invoice Review	72	(72)	-
Insurance	175	-	175
Equipment Expense	58	-	58
Office Expense	209	-	209
Office Operations	47	-	47
Other	13	-	13
Total Indirect	<u>4,196</u>	<u>(56)</u>	<u>4,141</u>
Direct			
Salaries and Wages	827	(13)	814
Fringe Benefits	228	(3)	225
Program Management	3,123	(46)	3,077
Legal	695	196	891
Labor Compliance	124	-	124
Design	14,270	795	15,065
ROW Acquisition	18,631	1,579	20,210
Utility Relocation	10,576	(5,520)	5,056
Construction Mgt	5,365	(2,625)	2,740
Railroad	12,290	103	12,392
UPRR Invoice Review	-	72	72
Construction	41,831	(8,825)	33,006
Advertising	25	(10)	15
Total Direct	<u>107,985</u>	<u>(14,298)</u>	<u>93,687</u>
Total Expenditures	<u>\$ 112,181</u>	<u>\$ (14,354)</u>	<u>\$ 97,828</u>



Alameda Corridor-East Construction Authority

4900 Rivergrade Rd. Ste. A120 Irwindale, CA 91706 (626) 962-9292 fax (626) 962-3552 www.thesceproject.org

MEMO TO: ACE Board Members & Alternates

FROM: Rick Richmond
Chief Executive Officer

DATE: January 25, 2010

SUBJECT: Quarterly Project Report

Attached is the new Quarterly Project Report as adopted by the SGVCOG City Managers Steering Committee earlier this month. It consists primarily of financial information. In summarizing it at your Board meetings I will augment it with project cost and status information included in the prior report format.

ACE Construction Authority

FY 2010 Second Quarter

Project Report

As of December 31, 2009

EXHIBIT I - ACE REVENUE BY SOURCE

As of December 31, 2009

Grant		Authorized	Adjustments	Note	Net Authorized	Allocated To Projects	Surplus
Federal							
TEA - 21	Sect 1017	2,205,000	(136,333)	b	2,068,667	2,063,683	4,984
TEA - 21	Sect 1138	17,250,000	-		17,250,000	17,250,000	-
TEA - 21	Sect 1533	100,000,000	-		100,000,000	100,000,000	-
TEA - 21	Sect 198	9,562,500	(572,760)		8,989,740	8,989,740	-
TEA - 21	Sect 0491	6,500,000	(402,000)	a	6,098,000	6,098,000	-
Hwray Fund FY 01		1,500,000	(3,300)	b	1,496,700	1,496,700	-
NCPD FY 2000		1,240,000	-		1,240,000	1,240,000	-
NCPD FY 2001		2,400,000	(2,565)	b	2,397,435	2,397,435	-
NCPD FY 2002		4,000,000	(116,000)	b	3,884,000	3,884,000	-
NCPD FY 2003		1,495,000	(10,000)	b	1,485,000	1,485,000	-
NCPD FY 2004		2,000,000	(119,163)	b	1,880,837	1,880,837	-
STP FY 2006		4,200,000	(42,000)	b	4,158,000	4,158,000	-
SAFETEA-LU FY 05	Sect 1701	2,528,000	(379,200)	c	2,148,800	2,148,800	-
SAFETEA-LU FY 06	Sect 1701	2,528,000	(379,200)	c	2,148,800	2,148,800	-
SAFETEA-LU FY 07	Sect 1701	2,528,000	(379,200)	c	2,148,800	2,148,800	-
SAFETEA-LU FY 08	Sect 1701	2,528,000	(379,200)	c	2,148,800	2,148,800	-
SAFETEA-LU FY 09	Sect 1701	2,528,000	(379,200)	c	2,148,800	2,148,800	-
SAFETEA-LU FY 05	Sect 1934	3,000,000	(450,000)	c	2,550,000	2,550,000	-
SAFETEA-LU FY 06	Sect 1934	6,000,000	(900,000)	c	5,100,000	5,100,000	-
SAFETEA-LU FY 07	Sect 1934	7,500,000	(1,125,000)	c	6,375,000	6,375,000	-
SAFETEA-LU FY 08	Sect 1934	7,500,000	(1,125,000)	c	6,375,000	6,375,000	-
SAFETEA-LU FY 09	Sect 1934	6,000,000	(900,000)	c	5,100,000	5,100,000	-
SAFETEA-LU FY 05	Sect 1301	3,125,000	(247,763)	c	2,877,237	2,877,237	-
SAFETEA-LU FY 06	Sect 1301	6,250,000	(495,526)	c	5,754,474	5,754,474	-
SAFETEA-LU FY 07	Sect 1301	7,812,500	(619,407)	c	7,193,093	7,193,093	-
SAFETEA-LU FY 08	Sect 1301	7,812,500	(619,407)	c	7,193,093	7,193,093	-
SAFETEA-LU FY 09	Sect 1301	6,250,000	(495,526)	c	5,754,474	5,754,474	-
FRA/STP 2009 Omnibus Appropriations		3,114,100	-	d	3,114,100	2,755,000	359,100
Subtotal		229,356,600	(10,277,750)		219,078,850	218,714,766	364,084
State							
ITIP		39,000,000	-		39,000,000	39,000,000	-
PUC (Brea Canyon)		5,000,000	-		5,000,000	5,000,000	-
TCRP		150,000,000	(19,700,000)	e	130,300,000	130,300,000	-
Prop 1B - HRCSA (Nogales-LA)		25,600,000	-		25,600,000	25,600,000	-
TCIF (SG Trench)		336,600,000	-		336,600,000	336,600,000	-
Subtotal		556,200,000	(19,700,000)		536,500,000	536,500,000	-
Local							
MTA 1 (FY 98-02)	C 25%	37,500,000	(23,360,000)	f	14,140,000	14,140,000	-
MTA 2 (FY 03-05)	C 10%	1,857,000	-		1,857,000	1,857,000	-
MTA 2 (FY 03-05)	C 25%	13,178,000	-		13,178,000	13,178,000	-
MTA 2 (FY 03-05)	AB 3090	9,308,000	-		9,308,000	9,308,000	-
MTA 2 (FY 03-05)	STIP-RIP	5,496,000	-		5,496,000	5,496,000	-
MTA 3 (FY 06-09)	C 25%	85,000,000	-		85,000,000	85,000,000	-
MTA 4 (FY 09-15)	C 25%-Remaining	28,566,800	-		28,566,800	28,566,800	-
MTA 5 (FY 09-15)	C 25%-Supplemental	112,323,000	-		112,323,000	-	112,323,000
MTA 6 (Nogales-LA)	C 25%	28,849,000	-		28,849,000	28,849,000	-
MTA 7 (SG Trench)	Measure R	42,000,000	-		42,000,000	42,000,000	-
Subtotal		364,077,800	(23,360,000)		340,717,800	228,394,800	112,323,000
Other							
Railroad (UPRR/Metrolink)		20,461,000	-	g	20,461,000	8,900,000	11,561,000
Cities/County (Nogales-LA)		21,600,000	-		21,600,000	21,600,000	-
Betterments (Cities/Metrolink)		14,556,100	-		14,556,100	14,556,100	-
MWD (Brea Canyon)		2,207,402	-		2,207,402	2,207,402	-
Subtotal		58,824,502	-		58,824,502	47,263,502	11,561,000
TOTAL ACE Construction		1,208,458,902	(53,337,750)		1,155,121,152	1,030,873,068	124,248,084

Notes:

- a) Transferred by LA County to ACE for the Nogales-LA project.
- b) Federal budgetary reduction.
- c) Appropriations reduced by 15%.
- d) FRA = \$2,544,100; STP= \$570,000
- e) \$19.7 million programmed to other entities (yet to be allocated by State)
- f) Allocated to City of LA.
- g) Based on individual projects, UPRR paid 1/2 before and 1/2 after construction phase.
\$19.5M committed by UPRR but due to phasing of construction, only \$12.158M has been received.

EXHIBIT II - ACE PROJECTS FUNDING BY SOURCE
As of December 31, 2009
(\$ in millions)

Project	Task	Fed #	AM															
			TEA-21	NCPD	SAFETEA	ITP	FRA/STP	TCRP	Prop 1B	MTA 1	MTA 2	MTA 3	MTA 4	MTA 5	MTA 6	MTA 7	Railroad	Chiles/Better
Total			4,530	3,560	-	-	-	-	-	906	64	-	-	-	-	-	-	-
Ramona	Design ROW	(002)	8,398	2,400	-	-	-	-	-	215	5,494	290	-	-	-	-	-	-
	Constr	(002)	39,221	16,684	4,158	5,551	-	-	-	9,308	2,520	-	-	-	-	-	1,000	
Ramona Sub-Total			52,149	19,084	4,158	5,551	-	-	215	14,802	2,810	-	-	-	-	-	1,000	
Better			1,813	-	-	-	-	-	-	-	-	-	-	-	-	-	1,813	
Ramona Total			53,962	22,644	4,158	5,551	-	-	1,121	14,866	2,810	-	-	-	-	-	1,813	
Baldwin	Design ROW	(017)	3,767	3,013	-	753	-	-	-	-	-	-	-	-	-	-	-	
	Constr	(028)	33,313	-	24,890	-	-	-	-	-	8,423	-	-	-	-	-	-	
Baldwin Sub-Total			28,757	1,578	20,630	1,043	-	-	-	-	759	4,746	-	-	-	-	-	
Better			65,837	4,592	45,520	1,797	-	-	-	-	9,182	4,746	-	-	-	-	-	
East End	Design ROW	(003)	4,295	1,952	1,240	-	952	-	-	-	97	54	-	-	-	-	-	
	Constr	(003)	4,478	3,131	-	1,347	-	-	-	-	-	-	-	-	-	-	-	
Reservoir	Design ROW	(010)	3,620	2,896	-	600	-	-	122	2	-	-	-	-	-	-	-	
	Constr	(010)	9,366	5,718	-	2,255	-	-	-	286	1,107	-	-	-	-	-	-	
Reservoir Sub-Total			56,655	-	-	407	-	46,780	-	-	438	9,036	-	-	-	-	-	
Better			78,414	13,697	1,240	-	5,561	-	46,780	-	122	818	10,197	-	-	-	-	
Sunset	Design ROW	(020)	4,739	-	-	-	-	4,400	-	-	-	339	-	-	-	-	-	
	Constr	(026)	2,828	100	2,063	-	-	100	-	-	-	565	-	-	-	-	-	
Sunset Sub-Total			83,357	-	-	-	-	47,720	-	-	-	14,816	20,821	-	-	-	-	
Better			90,924	100	2,063	-	-	52,220	-	-	-	15,720	20,821	-	-	-	-	
Total			97,035	100	2,063	-	-	52,220	-	-	-	15,720	20,821	-	-	-	6,112	
Temple	Design ROW	(009)	7,264	4,680	-	-	-	-	-	1,168	151	1,265	-	-	-	-	-	
	Constr	(009)	12,348	7,768	-	-	-	-	-	858	1,370	2,352	-	-	-	-	-	
Temple Sub-Total			66,496	33,700	3,884	-	-	1,387	-	33	6,300	13,292	-	-	-	-	7,900	
Better			86,108	46,149	3,884	-	-	1,387	-	2,058	7,821	16,909	-	-	-	-	7,900	
Brea Canyon	Design ROW	(019)	4,639	1,191	-	410	-	2,500	-	-	-	538	-	-	-	-	-	
	Constr	(027)	13,192	-	1,485	5,521	-	2,000	-	-	-	4,186	-	-	-	-	-	
Brea Canyon Sub-Total			49,887	-	-	5,000	-	21,007	-	-	-	21,673	-	-	-	-	2,207	
Better			67,718	1,191	1,485	5,521	5,410	25,507	-	-	-	26,397	-	-	-	-	2,207	
Total			6,532	-	-	-	-	-	-	-	-	-	-	-	-	-	6,532	
Brea Canyon Total			74,250	1,191	1,485	5,521	5,410	25,507	-	-	-	26,397	-	-	-	-	8,739	
Nogales-LA	Design ROW	(032)	2,339	932	-	-	-	-	-	-	-	-	233	-	-	-	1,174	
	Constr	(032)	22,078	5,166	-	-	-	-	-	-	-	-	5,945	-	-	-	10,967	
Nogales-LA Sub-Total			57,731	-	-	-	2,185	-	25,600	-	-	-	22,671	-	-	-	7,275	
Better			82,147	6,098	-	-	2,185	-	25,600	-	-	-	28,849	-	-	-	19,415	
Nogales-AH	Design ROW	(005)	4,034	2,560	-	1,473	-	-	-	-	1	-	-	-	-	-	-	
	Constr	(005)	17,231	9,829	2,397	2,364	-	-	-	700	1,940	-	-	-	-	-	-	
Nogales-AH Sub-Total			28,434	1,841	-	21,580	-	4,406	-	382	225	-	-	-	-	-	-	
Better			49,698	14,230	2,397	25,417	-	4,406	-	1,082	2,166	-	-	-	-	-	-	
Total			100	-	-	-	-	-	-	-	-	-	-	-	-	-	100	
Nogales-AH Total			49,798	14,230	2,397	25,417	-	4,406	-	1,082	2,166	-	-	-	-	-	100	
SG Trench	Design ROW	(030)	30,000	915	1,881	11,913	-	570	-	3	27	3,006	-	-	-	9,501	2,185	
	Constr	(030)	32,499	-	-	-	-	-	-	-	-	-	-	-	-	32,499	-	
SG Trench Sub-Total			336,600	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Better			399,099	915	1,881	11,913	-	570	-	3	27	3,006	-	-	-	42,000	2,185	

EXHIBIT II - ACE PROJECTS FUNDING BY SOURCE

As of December 31, 2009

(\$ in millions)

Project	Task	Fed #	All														Railroad	Close/Better
			TEA-21	MCPD	SAFETEA	ITP	FRA/STP	TCRP	Prop 1B	MTA 1	MTA 2	MTA 3	MTA 4	MTA 5	MTA 6	MTA 7		
Jump Start	Design	(001)	8,057	6,072	-	-	265	-	-	1,541	-	179	-	-	-	-	-	-
	ROW	(001)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Constr	(001)	3,582	2,866	-	-	-	-	-	612	239	(134)	-	-	-	-	-	-
Jump Start Sub-Total			11,639	8,938	-	-	265	-	-	2,153	239	45	-	-	-	-	-	-
JS - Mission	Design	(006)	305	240	-	-	-	-	-	65	-	-	-	-	-	-	-	-
	ROW	(006)	200	160	-	-	-	-	-	32	8	-	-	-	-	-	-	-
	Constr	(015)	2,270	1,578	-	-	-	-	-	420	88	184	-	-	-	-	-	-
JS - Mission Sub-Total			2,775	1,978	-	-	-	-	-	517	96	184	-	-	-	-	-	-
JS - Quad Gates	Constr	(016)	4,832	3,863	-	-	-	-	-	888	38	43	-	-	-	-	-	-
IRRIIS - Train	Constr	(007)	2,936	2,164	-	-	-	-	-	374	167	231	-	-	-	-	-	-
JS - Phase 1	Constr	(008)	3,553	2,845	-	-	-	-	-	96	615	(2)	-	-	-	-	-	-
JS - Phase 2	Constr	(014)	4,991	3,992	-	-	-	-	-	-	1,000	(1)	-	-	-	-	-	-
IRRIIS - Traffic	Constr	(021)	3,510	2,502	-	-	-	-	-	-	727	280	-	-	-	-	-	-
JS/Safety/IRRIIS Total			34,236	26,282	-	-	265	-	-	4,028	2,882	779	-	-	-	-	-	-
Total Projects			1,020,887	135,898	15,045	65,016	44,000	2,755	130,300	362,200	28,580	85,000	25,567	-	28,849	42,000	8,900	38,364
Start-up/Misc			9,986	-	-	-	-	-	-	5,726	1,259	-	3,000	-	-	-	-	-
Total ACE			1,030,873	135,898	15,045	65,016	44,000	2,755	130,300	362,200	29,839	85,000	28,567	-	28,849	42,000	8,900	38,364
Net Authorized			1,155,121	135,903	15,045	65,016	44,000	3,114	130,300	362,200	14,140	29,839	28,567	112,323	28,849	42,000	20,461	38,364
Allocated to Projects			1,030,873	135,898	15,045	65,016	44,000	2,755	130,300	362,200	14,140	29,839	28,567	-	28,849	42,000	8,900	38,364
Surplus / (Shortfall)			124,248	5	(0)	(0)	-	359	-	-	-	-	0	112,323	-	-	11,561	0

Exhibit III

ACE Projects Allocation vs. Actual Summary

As of December 31, 2009

		(\$ in millions)									
	Project	Cost Estimate (1997)	Cost Estimate (2006)	Allocated (Exhibit II)	Betterments /Other	Railroad	Total Allocated	ITD Expenditures (Exhibit V)	Estimate at Completion	Variance (Allocated vs. Estimate at Completion)	Status
Start-up/Misc				\$ 9,986			\$ 9,986	\$ 7,141			
Active Projects											
1	Jump Start/Crossing Safety/IRIS	\$ 61,000	\$ 35,200	\$ 34,236	\$ -	\$ -	\$ 34,236	\$ 34,142	\$ 34,142	\$ 94	Close-out
2	Nogales North (AH)	39,636	54,599	49,698	100	-	49,798	49,698	49,698	-	Complete
3	Nogales South (LA)	24,307	N/A	82,147	-	-	82,147	2,224	83,818	(1,671)	Active
4	Brea Canyon	26,571	64,401	67,718	6,532	-	74,250	67,355	67,355	363	Close-out
5	Temple Avenue	35,985	80,272	86,110	-	7,900	86,108	78,693	88,517	(2,409)	Active
6	East End/Reservoir	56,571	69,180	78,414	-	-	78,414	78,368	79,142	(728)	Close-out
7	Sunset Avenue	22,259	70,502	90,924	6,112	-	97,036	57,189	97,294	(6,370)	Active
8	Ramona Blvd.	14,489	47,102	52,149	1,813	1,000	53,962	51,242	51,242	907	Close-out
9	Baldwin Avenue	23,994	64,765	65,837	-	-	65,837	30,243	76,486	(10,649)	Active
10	San Gabriel Trench	198,205	N/A	399,099	-	-	399,099	14,901	498,485	(99,386)	Active
Total Phase I		\$ 503,017	\$ 486,021	\$1,016,318	\$ 14,557	\$ 8,900	\$1,030,873	\$ 471,197	\$1,126,179	\$ -	
Inactive Projects											
11	Montebello Blvd.										
12	Rose Hills Road										
13	Turnbull Canyon Road										
14	Puente Avenue										
15	Fairway Drive (AH)										
16	Fairway Drive (LA)										
Total Phase II											
SGVCOG Adopted Budget		\$ 950,000	\$ 1,400,000								
Net Authorized		\$1,155,121,152									
Allocated		\$1,030,873,068									
Available		\$124,248,084									

EXHIBIT IV - ACE PROJECT EXPENDITURE FORECAST (Active Projects)

As of December 31, 2009
(\$ millions)

	ITD 2008	Actual 2009	Budget 2010	Forecast			EAC
				2011	2012	2013	
Completed Projects							
Crossing Safety/IRRIS	34.0	0.1					34.1
Brea Cyn	56.5	10.8	0.1				67.4
East End/Reservoir	72.7	5.7	0.7				79.1
Nogales (Alh)	49.7						49.7
Ramona	48.2	3.0					51.2
Active Projects							
Baldwin	12.9	10.8	11.6	14.6	16.2	10.4	76.5
Sunset	30.5	12.4	39.7	14.7			97.3
Temple	61.6	8.2	18.7				88.5
Nogales (LA)		1.4	18.0	23.8	25.6	15.0	83.8
San Gabriel Trench	1.3	7.8	23.3	120.6	126.4	112.5	498.5
Inactive Projects							
Fairway Drive							
Fairway Drive (LA)							
Montebello Blvd							
Puente Ave							
Rose Hills Rd							
Turnbull Canyon Rd							
Total	367.4	60.2	112.1	173.7	168.2	137.9	1126.1

Exhibit V

ACE Expenditures vs. Reimbursements

As of December 31, 2009

Projects	Reimbursement Status (\$ 000)							Indirect Costs Requiring Caltrans Approval	Unreim- burseable
	ITD Expenditures	Received	Billed/Not Received	To Be Billed	MTA Retention				
Crossing Safety / IRRIS	\$ 34,142	\$ 34,074	\$ 69	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Nogales (AH)	49,698	49,698	-	-	-	-	-	-	-
EE/Reservoir	78,368	77,554	545	-	269	-	-	-	-
Ramona	51,242	50,566	552	-	124	-	-	-	-
Temple	78,693	73,866	3,828	589	411	-	-	-	-
Sunset	57,189	50,459	6,414	-	316	-	-	-	-
Brea Canyon	67,355	66,716	-	-	638	-	-	-	-
Nogales (LA)	2,224	1,767	38	410	9	-	-	-	-
Baldwin	30,243	22,318	925	6,795	206	-	-	-	-
SG Trench	14,901	11,267	2,259	1,314	60	-	-	-	-
Uncollected Indirect Exp. '08-'09-'10	-	-	-	-	-	-	3,962	-	-
Sub-total Projects	464,056	438,285	14,629	9,108	2,033	-	3,962	-	-
Project Administration	7,141	7,066	-	75	-	-	-	-	(191)
Total ACE	\$ 471,197	\$ 445,351	\$ 14,629	\$ 9,183	\$ 2,033	\$ -	\$ 3,962	\$ -	\$ (191)

Notes: 1 - Includes \$3.9 million of advanced construction funds that are pending approval from Caltrans

2 - Not included in ITD expenditures until approved

EXHIBIT VI - Project Schedules

As of December 31, 2009

	FY2010				FY2011				FY2012				FY2013			
	1Q	2Q	3Q	4Q	1Q	2Q	3Q	4Q	1Q	2Q	3Q	4Q	1Q	2Q	3Q	4Q
	1-Jul-09	1-Oct-09	1-Jan-10	1-Apr-10	1-Jul-10	1-Oct-10	1-Jan-11	1-Apr-11	1-Jul-11	1-Oct-11	1-Jan-12	1-Apr-12	1-Jul-12	1-Oct-12	1-Jan-13	1-Apr-13
COMPLETED AND CLOSED																
Nogales (Alh)																
IN CLOSEOUT																
Crossing Safety/IRRIS																
Caltrans Closeout (IRRIS Only)																
East End/Reservoir																
Caltrans Closeout																
Ramona																
Caltrans Closeout																
Brea Canyon																
Caltrans Closeout																
ACTIVE PROJECTS																
Temple																
Design																
ROW Acquisition																
Construction																
Caltrans Closeout																
Sunset																
Design																
ROW Acquisition																
Construction																
Caltrans Closeout																
Baldwin																
Design																
ROW Acquisition																
Construction																
Caltrans Closeout																
San Gabriel Trench																
Design																
ROW Acquisition																
Construction																
Caltrans Closeout																

EXHIBIT VI - Project Schedules

As of December 31, 2009

	FY2010				FY2011				FY2012				FY2013			
	1Q	2Q	3Q	4Q	1Q	2Q	3Q	4Q	1Q	2Q	3Q	4Q	1Q	2Q	3Q	4Q
	1-Jul-09	1-Oct-09	1-Jan-10	1-Apr-10	1-Jul-10	1-Oct-10	1-Jan-11	1-Apr-11	1-Jul-11	1-Oct-11	1-Jan-12	1-Apr-12	1-Jul-12	1-Oct-12	1-Jan-13	1-Apr-13
Nogales (LA)																
Design																
ROW Acquisition																
Construction																
Caltrans Closeout																

FUTURE PROJECTS (SCHEDULE TBD)

Puente Avenue
Montebello Blvd.
Fairway Drive (Alh)
Fairway Drive (LA)
Turnbull Canyon
Rose Hills Road

Exhibit VII

Treasury / Banking Investments

As of December 31, 2009

<u>Cash on hand</u>	
Operating Account	\$ 500,000
Money Market Accounts (2)	9,036,941 *
Money Market (UPRR Contributions)	3,004,695
Total cash on hand	<u>12,541,636</u>
<u>Investments</u>	
LAIF	66,038,236
CBB - Bonds and Cash Equivalents	1,669,198
Total investments	<u>67,707,434</u>
<u>Billed / Not Received</u>	14,629,332
<u>To Be Billed</u>	9,107,746
<u>MTA Retention</u>	2,033,000
<u>Indirect Expenses ('08 - '09 - '10)</u>	<u>3,962,138</u>
Total Cash & Receivables	109,981,286
<u>Outstanding Debt (Commercial Paper)</u>	<u>100,000,000</u>
Resources In Excess of Debt	<u>\$ 9,981,286</u>

* Excludes \$6,270,172 of cash received in advance for construction services not yet performed.

Exhibit VII

Compliance with Banking / Investment Policy

As of December 31, 2009

SGVCOG Authorized Investments Ref. #	Bayerische Landesbank Permitted Investment Ref. #	Deposit/ Investment Amount 12-31-09	Bank Deposits <small>ACE deposits are held by Citizens Business Bank (CBB) under a deposit agreement in amounts not to exceed \$40 million. Under the agreement, CBB maintains collateral deposits of at least 110% of the value of all ACE deposits at Bank of the West - Los Angeles in eligible securities. The CBB deposits accounts are:</small>	Maximum Maturity	Maximum Percent of Portfolio	Maximum Investment in One Issuer
			Money Market Accounts (3) *			
		500,000				
		18,311,808				
1	1	1,669,198	U.S. Treasury Obligations	None Stated	None Stated	None Stated
5	11	66,038,236	State's Local Agency Investment Fund	None Stated	None Stated	None Stated
		\$ 86,519,242	Total			

SGVCOG and Bayerische Landesbank

1. United States Treasury notes, bonds, bills, or certificate of indebtedness, or those for which the faith and credit of the United States are pledged for the payment of principal and interest

SGVCOG

5. Notwithstanding any other provision of law, and local government official, with the consent of the governing body of that agency, having money in its treasury not required for immediate needs, may remit the money to the Treasurer of the State of California for deposit in the Local Agency Investment Fund for the purpose of investment.

Bayerische Landesbank

11. State's Local Agency Investment Fund.

* Includes \$6,270,172 of advanced construction funding

SECTION – 2


Status Reports – Individual Project Elements

- Temple Ave. Train Diversion
- Sunset Ave. Grade Separation
- Baldwin Ave. Grade Separation
- San Gabriel Trench
- Nogales St. (LA Sub) Grade Separation

**ALAMEDA CORRIDOR-EAST PHASE I
TEMPLE AVE. TRAIN DIVERSION and 4th TRACK(POMONA)**

As of December 2009

LOCATION:	Temple Ave. - Pomona	CONSTRUCTION MANAGER:	PB Americas
DESIGN CONSULTANT:	HDR Engineering	CONTRACTOR: (Train Diversion)	Yeager Skanska Inc. (4th Track) SEMA Construction

PHOTO	WORK COMPLETED PAST QUARTER
	<ul style="list-style-type: none"> o Retaining walls - 100% completed o Pier Protection walls - 100% completed o Channel wall - 99% completed o Storm Drain Box - 100% completed o Spur Track Bridge - 100% completed o Culvert 28.76 and 28.91 - 100% completed o Embankment Work - 95% completed o Continued to work on fencing, hydroseeding and punch list items


EXPENDITURE STATUS (\$ in Millions)				SCHEDULE ASSESSMENT			
ACTIVITIES	PERCENT EXPENDED	\$ CURRENT ESTIMATE	\$ EXPENDED AMOUNT	MAJOR SCHEDULE ACTIVITIES	PRIOR PLAN	CURRENT PLAN	VARIANCE WEEKS +/-
DESIGN	100%	\$7.3	\$7.3	<u>Environmental</u>			
				FONSI	Sep-02 A	Sep-02 A	
				<u>Design</u>			
RIGHT-OF-WAY	77%	\$14.6	\$11.3	Notice To Proceed	Jul-01 A	Jul-01 A	
				Final PS&E Complete	Sep-03 A	Sep-03 A	
CONSTRUCTION	90%	\$66.6	\$60.1	<u>Right-of-Way</u>			
				All Parcels Available	Dec-04 A	Dec-04 A	
TOTAL		\$88.5	\$78.7	<u>Construction</u>			
				Notice To Proceed	Oct-08 A	Nov-08 A	
				Construction Complete	Nov-09	Feb-10	11

AREAS OF CONCERN				CRITICAL ACTIVITIES / 3 MONTH LOOK AHEAD			
Awaiting Billboard Sign to be relocated by Clear Channel so our contractor could proceed to the final grading				<ul style="list-style-type: none"> o Coordinate Kinder Morgan relocation arrangement o Finish up embankment work o Coordinate with UPRR, and LA County for pre-completion walk through o Work on punch list items 			
ROW ACQUISITION	Plan	Acquired	Remaining				
o Permanent Parcels	7	7	0				
o Temporary Parcels	5	5	0				
o Total Parcels	12	12	0				

**ALAMEDA CORRIDOR-EAST PHASE I
GRADE SEPARATION - SUNSET AVENUE (INDUSTRY)**

As of December 2009

LOCATION:	Sunset Avenue	CONSTRUCTION MANAGER:	PB Americas
DESIGN CONSULTANT:	HNTB	CONTRACTOR:	Atkinson Constructors

PHOTO	Orange Ave Bridge Girders	WORK COMPLETED PAST QUARTER
		<ul style="list-style-type: none"> o Completed flyover central section retaining walls o Placed Orange Ave. steel bridge o Started flyover west section retaining walls o Completed Sunset Ave. abutments

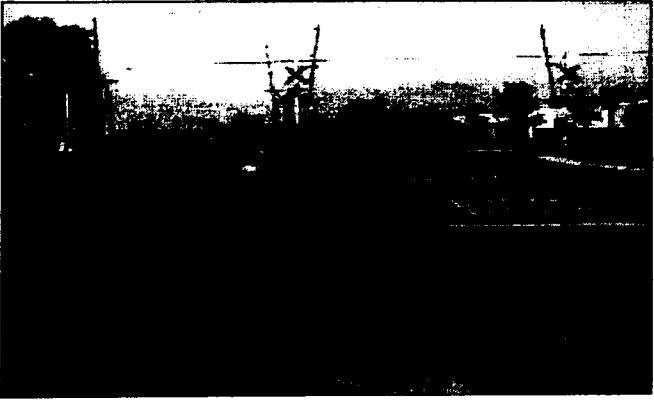
EXPENDITURE STATUS (\$ in Millions)				SCHEDULE ASSESSMENT			
ACTIVITIES	PERCENT EXPENDED	\$ CURRENT ESTIMATE	\$ EXPENDED AMOUNT	MAJOR SCHEDULE ACTIVITIES	PRIOR PLAN	CURRENT PLAN	VARIANCE WEEKS +/-
DESIGN	98%	\$4.7	\$4.7	<u>Environmental</u>			
				Statutory Exemption	July-01A	July-01A	
RIGHT-OF-WAY	80%	\$3.5	\$2.8	<u>Design</u>			
				Notice To Proceed	May-02 A	May-02 A	
				Final PS&E Complete	Jan-05 A	Jan-05 A	0
CONSTRUCTION	56%	\$89.1	\$49.7	<u>Right-of-Way</u>			
				All Parcels Available	Dec-05 A	Dec-05 A	0
TOTAL		\$97.3	\$57.2	<u>Construction</u>			
				Notice To Proceed	Nov-06 A	Nov-06 A	0
				Construction Complete	Dec-10	Dec-10	0

AREAS OF CONCERN				CRITICAL ACTIVITIES / 3 MONTH LOOK AHEAD			
				<ul style="list-style-type: none"> o Complete retaining walls o Install Sunset Ave. bridge o Backfill flyover to subballast o Install tie rods 			
ROW ACQUISITION	Plan	Acquired	Remaining				
o Permanent Parcels	3	2	1				
o Temporary Parcels	20	19	1				
o Total Parcels	23	21	2				

ALAMEDA CORRIDOR-EAST PHASE I
GRADE SEPARATION - BALDWIN AVENUE (City of El Monte)

As of December 2009

LOCATION:	Baldwin Avenue	CONSTRUCTION MANAGER:	LAN/AECOM
DESIGN CONSULTANT:	DMJM + Harris	CONTRACTOR:	TBD

PHOTO	Existing Baldwin Bl. Rail Crossing	WORK COMPLETED PAST QUARTER
		<ul style="list-style-type: none"> o Continued relocation interviews of affected property owners o Revise design assumptions for changed site conditions,


EXPENDITURE STATUS (\$ in Millions)				SCHEDULE ASSESSMENT			
ACTIVITIES	PERCENT EXPENDED	\$ CURRENT ESTIMATE	\$ EXPENDED AMOUNT	MAJOR SCHEDULE ACTIVITIES	PRIOR PLAN	CURRENT PLAN	VARIANCE WEEKS +/-
DESIGN	87%	\$4.3	\$3.7	<i>Environmental</i>			
				Statutory Exemption	Jul-03 A	Jul-03 A	
RIGHT-OF-WAY	79%	\$33.4	\$26.6	<i>Design</i>			
				Notice To Proceed	Oct-02 A	Oct-02 A	
				Final PS&E Complete	Dec-04 A	Dec-04 A	
CONSTRUCTION	0%	\$38.8	\$0.0	<i>Right-of-Way</i>			
				All Parcels Available	Oct-09	Oct-09	0
TOTAL		\$76.5	\$30.2	<i>Construction</i>			
				Notice To Proceed	TBD	TBD	
				Construction Complete	TBD	TBD	

AREAS OF CONCERN				CRITICAL ACTIVITIES / 3 MONTH LOOK AHEAD			
				<ul style="list-style-type: none"> o Full and partial property acquisitions with site visits o Continuing relocation needs identification and field interviews. 			
ROW ACQUISITION	Plan	Acquired	Remaining				
o Permanent Parcels	40	35	5				
o Temporary Parcels	0	0	0				
o Total Parcels	40	35	5				

ALAMEDA CORRIDOR-EAST PHASE II
SAN GABRIEL TRENCH(City of San Gabriel)

As of December 2009

LOCATION:	City of San Gabriel	CONSTRUCTION MANAGER:	TBD
DESIGN CONSULTANT:	Moffatt & Nichol	CONTRACTOR:	TBD

PHOTO	Mission Garden Wall Excavation	WORK COMPLETED PAST QUARTER
		<ul style="list-style-type: none"> • Held a progress update meeting at UPRR's Omaha headquarters - Discussed design issues and Draft C&M agreement. • Made presentation to the City of Alhambra City Council on project status. Met with Emergency Responders to reaffirm their acceptance / • Held public meeting for the EIR/EA. Public Comment Period closed • CA. American Water Co. has offered to eliminate their existing 20 inch mid-block transmission main and re-route to San Gabriel Blvd. • Right -of Way acquisition activities were initiated and preparation of Legals & plats continues. • Consultant commenced preparation of demo plans for the northerly • Draft CPUC Exhibits were submitted to UPRR & CPUC for cursory review. • 95 % Fiber Optic plans, estimate and specifications were submitted in December 2009.


EXPENDITURE STATUS (\$ in Millions)				SCHEDULE ASSESSMENT			
ACTIVITIES	PERCENT EXPENDED	\$ CURRENT ESTIMATE	\$ EXPENDED AMOUNT	MAJOR SCHEDULE ACTIVITIES	PRIOR PLAN	CURRENT PLAN	VARIANCE WEEKS +/-
DESIGN	50%	\$30.0	\$14.9	<i>Environmental</i>			
				Statutory Exemption			
				<i>Design</i>			
RIGHT-OF-WAY	0%	\$63.1	\$0.0	NTP for Prel Design	Apr-08 A	Apr-08 A	
				Complete Prel Design	9-Jun-09	9-Jun-09	0
				100 % Submittal	Jul-10	Jul-10	0
CONSTRUCTION	0%	\$405.3	\$0.0	<i>Right-of-Way</i>			
				All Parcels Available	TBD	TBD	
TOTAL		\$498.5	\$14.9	<i>Construction</i>			
				Notice To Proceed	TBD	TBD	
				Construction Complete	TBD	TBD	

AREAS OF CONCERN				CRITICAL ACTIVITIES / 3 MONTH LOOK AHEAD			
				<ul style="list-style-type: none"> • Responding to comments from the Public Review of EIR/EA and obtaining a FONSI by February 2010 are key • Submittal of CPUC Application • Submittal of the 95 % sewer and storm drain plans, and response to review. • Submittal 65 % Trench Design Package and response to review. • Begin ROW acquisitions. 			
ROW ACQUISITION	Plan	Acquired	Remaining				
o Permanent Parcels	TBD	0					
o Temporary Parcels	TBD	0					
o Total Parcels	0	0	0				

ALAMEDA CORRIDOR-EAST PHASE I
GRADE SEPARATION - NOGALES ST. (LA SUB) (INDUSTRY)

As of December 2009

LOCATION:	Nogales Ave. / Gale Ave.	CONSTRUCTION MANAGER:	TBD
DESIGN CONSULTANT:	AECOM	CONTRACTOR:	TBD

PHOTO	WORK COMPLETED PAST QUARTER
	<ul style="list-style-type: none"> o Hosted utility relocation mtgs with various utility companies o Conducted appraisals for the parcels required for the project o Made offers to property owners and began negotiations process o Addressed design comments received from Caltrans Encroachment Section o Submitted Utility Crossing Applications to UPRR for approval

EXPENDITURE STATUS (\$ in Millions)				SCHEDULE ASSESSMENT			
ACTIVITIES	PERCENT EXPENDED	\$ CURRENT ESTIMATE	\$ EXPENDED AMOUNT	MAJOR SCHEDULE ACTIVITIES	PRIOR PLAN	CURRENT PLAN	VARIANCE WEEKS +/-
DESIGN	156%	\$1.3	\$2.1	Environmental			
				IS/EA	Feb-09	Sep-09	
RIGHT-OF-WAY	1%	\$20.9	\$0.2	Design			
				Notice To Proceed	Jul-08 A	Jul-08 A	
				Final PS&E Complete	May-09	Dec-09	
CONSTRUCTION	0%	\$61.6	\$0.0	Right-Of-Way			
				All Parcels Available	Sep-09	Jun-10	
TOTAL		\$83.8	\$2.2	Construction			
				Notice To Proceed	TBD	TBD	
				Open for Service	TBD	TBD	

AREAS OF CONCERN				CRITICAL ACTIVITIES / 3 MONTH LOOK AHEAD			
				<ul style="list-style-type: none"> o Acquire Properties necessary for the project o Obtain final review comments from UPRR on bridge design o Finalize the PS&E for pre-construction review o Finalize and execute all utility agreements 			
o Permanent Parcels	2	0	2				
o Temporary Parcels	40	0	40				
o Total Parcels	42	0	42				